

FILED  
In the Office of the  
Secretary of State of Texas

NOV 21 2018

**CERTIFICATE OF FORMATION  
OF  
COALITION FOR EDUCATIONAL EXCELLENCE AND EQUITY IN HOUSTON  
A NONPROFIT CORPORATION**

**Corporations Section**

The undersigned natural person of the age of eighteen (18) years or more, acting as the organizer of a corporation under the provisions of Chapter 22 of the Texas Business Organizations Code, does hereby adopt the following Certificate of Formation for such corporation.

**ARTICLE I. NAME**

The name of the entity is Coalition for Educational Excellence and Equity in Houston (hereinafter referred to as the "Corporation"), which is being formed as a public, nonprofit corporation.

**ARTICLE II. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial registered agent is Juliet Stipeche, an individual resident of the State of Texas. The business and registered office address of the initial registered agent is City of Houston Mayor's Office of Education, 901 Bagby Street, 4<sup>th</sup> Floor, Houston, Texas 77002. Juliet Stipeche has consented to serve in the capacity as the initial registered agent of the Corporation.

**ARTICLE III. MANAGING BODY OF CORPORATION**

The management of the affairs of the Corporation is vested in its board of directors ("Board") and such committees of the Board that the Board may, from time to time, establish. The bylaws of the Corporation (the "Bylaws") will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board. Such directors shall hold office in accordance with the Bylaws. The number of directors shall be fixed by or as provided in the Bylaws and may be increased or decreased by amending the Bylaws. The number of directors may not be decreased to less than three (3). The number of directors constituting the initial Board and the names and addresses of the persons who are to serve as directors until the organizational meeting of the Board or until their successors are elected and qualified are as follows:

1. Corbin J. Robertson, Jr.  
701 North Post Oak Road, Suite 300  
Houston, Texas 77024
2. Stephanie D. Nellons-Paige  
701 North Post Oak Road, Suite 300  
Houston, Texas 77024

3. Trinidad "Trini" V. Mendenhall  
701 North Post Oak Road, Suite 300  
Houston, Texas 77024

The Director of the Mayor's Office of Education shall serve as an ex-officio, non-voting member of the Board.

#### **ARTICLE IV. NO MEMBERS; NO STOCK**

The Corporation will have no members and no stock.

#### **ARTICLE V. AUTHORIZED PURPOSES, POWERS, AND ACTIVITIES**

The Corporation is organized to have and exercise all rights and powers conferred upon nonprofit corporations under the laws of the State of Texas or which hereafter may be so conferred, in order to promote charitable and educational activities. The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Within the scope of the foregoing charitable and educational purposes, the Corporation's more specific purposes and powers include, without limitation:

1. To aid and to act on behalf of the City of Houston, Texas (the "City") to build a city where educational equity and opportunity exist for every child, which includes without limitation collaborating with community partners, parents, educators, businesses, and school districts to promote educational excellence in the city and creating the strong, well-educated city of tomorrow;
2. To provide students and families with quality educational instruction, and to assist them in planning for high school graduation, college, and careers;
3. To serve and support public schools for children in the school districts located within the incorporated area of the City;
4. To create, develop, implement, support and advocate for educational reforms, strategies, and initiatives that will lead to increases in student achievement;
5. To collaborate and partner with school districts and the community to effectively support transformative educational opportunities, initiatives, schools and new, hybrid models of school governance;
6. To develop a scalable and sustainable model that focuses on transformation and innovative school leadership, internally and externally to the school system;

7. To equip thought-leaders, educators, principals, teachers and other school personnel to improve accountability ratings for struggling campuses;
8. To manage, solicit, invest, and oversee the investment of solicited funds, gifts, donations and bequests for the use and benefit of the Corporation to carry out the Corporation's charitable and educational purposes;
9. To receive and maintain a fund or funds of real or personal property or both, and to use and apply the whole or any part of the income therefrom and the principal thereof for the purposes set forth in Article V.
10. To enter into contracts, including, without limitation, contracts for the purpose of owning and operating a school as provided under the Texas Education Code for the benefit of the students of Texas, with various entities, including, without limitation, the Commissioner of Education of the State of Texas, the City, the Houston Independent School District and other independent school districts, upon such terms and conditions as the Board shall deem proper and efficient to carry out the powers and purposes of the Corporation;
11. To contract for financial management and investment services and pay reasonable fees therefor from funds or other assets of the Corporation, provided that the Board shall exclude therefrom any solicited funds, gifts, donations or bequests when such payments would be contrary to the conditions of such solicited funds, gifts, donation or bequests;
12. To perform other duties as may be authorized by this Certificate of Formation or the Bylaws, if any, of the Corporation;
13. To conduct its affairs, the Corporation shall have and exercise any and all powers provided by the Business Organizations Code and the laws of the State of Texas, which may be necessary or convenient to carry out the purposes for which the Corporation is organized, provided such acts and powers are in furtherance of the charitable and educational purposes of the Corporation; and
14. To engage in all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. Upon request, the director of the City's Finance Department may elect to provide financial counseling and guidance to the Board. Additionally, the City Attorney may provide legal services and representation to the Board.

## ARTICLE VI. RESTRICTIONS AND REQUIREMENTS

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as

exempt organizations under Internal Revenue Code Section 501(c)(3) or the corresponding section of any future federal tax code.

**No Private Inurement:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any officer, director, or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501(c)(3) of the Internal Revenue Code to the extent consistent with Article V below.

**No Prohibited Activities:** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Dissolution:** The Corporation may be dissolved in the manner prescribed by Texas Business Organizations Code, provided that no certificate affecting a dissolution of the Corporation shall be executed without the prior approval of the Board, as evidenced by the affirmative vote of a majority of the Board.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII. LIMITATION OF LIABILITY OF DIRECTORS**

To the fullest extent permitted by applicable law, a director of this Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found to be liable for:

- (a) a breach of a director's duty of loyalty to the Corporation;

- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided by applicable law.

## **ARTICLE VIII. INDEMNIFICATION**

The Corporation shall indemnify any person who (i) is or was a director, officer, employee, or agent of the Corporation, or (ii) while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, trustee, employee, agent, or similar functionary of another foreign or domestic nonprofit corporation, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a director under the Texas Business Organizations Code as now written or as hereafter amended, but only to the extent permitted for (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code and (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

## **ARTICLE IX. AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Formation or the Corporation's by-laws by the affirmative vote of a majority of the directors of the Board. Notwithstanding any contrary provision, no amendment to the certificate of formation, bylaws or other corporate instrument shall be effective without the prior approval of the Mayor and the City of Houston City Attorney, or as otherwise required by law.

## **ARTICLE X. CONSTRUCTION**

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as amended.

## **ARTICLE XI. DURATION**

The duration of the Corporation is perpetual.

**ARTICLE XII. EFFECTIVE DATE; AUTHORIZATION TO FILE**

This document becomes effective when it is filed by the Secretary of State.

**ARTICLE XIII. ORGANIZER**

The name of the Corporation's organizer is Juliet Stipeche. The street address of the Corporation's organizer is City of Houston Mayor's Office of Education, 901 Bagby Street, 4th Floor, Houston, Texas 77002.

The undersigned organizer affirms that the person designated as registered agent has provided written consent to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument, and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

11/20/2018 7:25:09 PM EST  
Date: \_\_\_\_\_



Signature of Organizer

Title: Direction of Education,  
Mayor's Office  
Address: 901 Bagby Street, 4<sup>th</sup> Floor  
Houston, Texas 77002

Juliet Stipeche

Printed Name of Organizer

November 21, 2018

Office of the Secretary of State  
Corporations Section  
1019 Brazos St.  
Austin, Texas 78701

Re: Coalition for Educational Excellence and Equity in Houston  
Consent to Use Name

Dear Sir/Madam:

The undersigned, holder of a current and valid Application for Reservation of an Entity Name for Coalition for Educational Excellence and Equity in Houston, hereby consents to the use of the name "Coalition for Educational Excellence and Equity in Houston" by a nonprofit corporation to be formed under such name under the laws of the State of Texas.

Schulman, Lopez, Hoffer & Adelstein, L.L.P.

By: Tina Ashmore  
Tina Ashmore, Business Manager

STATE OF TEXAS                   §  
   §  
COUNTY OF BEXAR               §

BEFORE ME, the undersigned authority, on this day personally appeared Tina Ashmore, Business Manager of Schulman, Lopez, Hoffer & Adelstein, L.L.P., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said Corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 21<sup>st</sup> day of November, 2018.

Regina Karako  
NOTARY PUBLIC, STATE OF TEXAS

My Commission Expires: 02/12/2022

